

MINUTES OF MEETING OF THE CORPORATIONS COMMITTEE

Friday, March 7, 2008

A regular meeting of the Corporations Committee (the "Committee") of the Business Law Section of the State Bar of California was held in Sacramento, California at the California Secretary of State's Office on Friday, March 7, 2008. Attendance was as follows:

MEMBERS PRESENT:

W. Derrick Britt
Nelson Crandall*
Edward A. Deibert
Christopher Delfino
Samuel C. Dibble
Sharon R. Flanagan
Michael I. Froch*
Steven Harmon
Jeffrey Hartlin
David Hernand
Nina Hong
Barbara Mathews
Mike Occhiolini
Charles Ortmeyer
David Serepca*
Jennifer Sostrin
Russ Wood

MEMBERS ABSENT:

Richard Burt
Bruce Deming
Bryan Gadol
Anne Marie Peters
Rose Sorensen
James J. Thompson

LIAISONS AND GUESTS PRESENT:

Keith Bishop, Executive Committee*
Betsy Bogart, California Secretary of State
Karen Clopton, General Counsel of Department of Corporations
Colleen Monahan, Department of Corporations
Todd Vlaanderen, California Secretary of State

*Via Telephone

The minutes summarize discussion primarily in the order items were listed on the Agenda for the meeting previously circulated to members of the Committee, which is not necessarily the

order in which the items were actually taken up at the meeting. The Committee did not take up those topics listed on the Agenda that are not described in these minutes.

I. ADMINISTRATIVE MATTERS

1. Opening Remarks and announcements: The meeting was called to order by Co-Chairs Barbara Mathews and Chris Delfino at 9:30. All members, liaisons and guests introduced themselves. Ms. Mathews reminded members to invite new individuals to apply to the Committee.

2. Approval of Minutes: Minutes approved, subject to minor modifications.

II. AGENCY AND LIAISON'S REPORTS

1. Securities and Exchange Commission: No report.

2. Department of Corporations: Ms. Monahan reported concerning several matters. As to hedge fund rulemaking, comment period expires at the end of March. She discussed efforts to create online system to coordinate with SEC system in respect of Rule 506.

3. Secretary of State: Ms. Bogart introduced herself. She noted the UCC and redaction project which entails removing all social security numbers from UCC filings. Ms. Bogart encouraged members to reach out with questions or comments. She addressed the name availability project, among other efforts.

4. Office of Governmental Affairs:

5. BLS Committee Liaison Reports:

A. ADR: Mr. Harmon reported that there is nothing new to report.

B. Cyberspace Law: No report.

C. Financial Institutions: Mr. Occhiolini reported on recent caselaw covered during last Financial Institutions Committee meeting.

D. Non-Profit Corporations: Mr. Hartlin reported regarding joint webinar between Committee and Non-Profits Corporations Committee, as well as a joint meeting. Mr. Dibble commented that such program is also under consideration for the annual State Bar meeting.

E. Partnerships and LLCs: No report.

F. UCC: Mr. Ortemeyer reported. He noted that the UCC Committee is focused on technical changes to Article 9. He discussed Uniform Assignment of Rents. Mr. Bogart commented on bogus UCC filings.

G. Agribusiness: Mr. Wood inquired as to whether members have recommendations for new Agribusiness Committee members. The Agribusiness Committee is active with ongoing publications. Next Friday is meeting at U.C. Davis labs and Corporations Committee is invited to attend.

H. Insolvency: Mr. Serepca reported that the Insolvency Committee meetings conflict with Committee meetings. He will attend upcoming April 4 meeting.

I. Executive Committee: Mr. Bishop commented on May 1 deadline for submitting applications to apply to Corporations Committee and other Business Law Section committees. He discussed SB 998 and AB 1528, together with certain cases of note.

III. SUBCOMMITTEE REPORTS

1. Legislation: Mr. Britt reported.

A. ALP re: Code 1501 to facilitate e-proxies: Introduced as SB 1409 by Senator Ackerman on 2/21/08. Earliest date that statute could take effect is 1/1/09. Suggested e-bulletin. Recommendations to contact consultants (Eileen and Erin) at Banking, Finance & Insurance Committee, as well as Sharon at Senator Ackerman's office. Letters of support were also encouraged.

B. Potential ALP re: 301.5 and 25219 ("Name Change"): Comment Letter to the Maintenance of the Codes Bill submitted to Legislative Subcommittee of the Executive Committee on 1/28/08. If the Comment Letter is approved and the Committee is successful in having the comments included in the Maintenance of the Codes Bill, changes to the Code could be effective in 2008. Unknown at this time.

C. Potential ALP re: Close Corporations: Mr. Wood reported. Proposed changes to the ALP received from S. Hazen in order to streamline the proposal and increase its chances of approval at the Executive Committee level.

D. Potential ALP re: Householding: Ms. Flanagan reported concerning proposed Householding ALP. Revisions discussed. Mr. Wood volunteered to mark-up ALP for further discussion during next Committee meeting.

E. Corporation Regulation Clean-up Comment Letter: To be addressed at next Committee meeting.

F. SB 294 Subcommittee Report: Meeting scheduled within the next two weeks.

G. Name Change Comment Letter: Two aspects in play: name change ALP on the legislative side and proposed regulatory changes (see Comment Letter to amend Code of

Regulations and Department of Corporations releases to reflect changes in names and function of stock exchanges and related regulatory entities). Comment Letter approved unanimously.

H. AB 2944 Amendment to Section 309: Proposal to amend Section 309 of the Corporations Code. Mr. Wood, Mr. Harmon, Mr. Delfino and Mr. Hernand volunteered to form subcommittee to decide future action.

I. SB 1550 Climate Change Disclosure Standards: Discussed. Proposed subcommittee is Mr. Hernand, Ms. Mathews and Mr. Ortmeyer.

J. SB 1337 Allowing Contractors to Form as LLC's: Amends various sections of the Business and Professions Code. Will continue to keep bill on Committee agenda.

K. Legislation Update: Mr. Britt also discussed other items noted in the Corporations Committee Legislative Update. Specifically, the following bills were covered:

(i) AB 2149: Mr. Wood and Mr. Britt to evaluate further.

(ii) AB 2416: Committee will not take action at this time. Mr. Bishop mentioned that the Committee should continue to monitor the bill.

(iii) SB 1329: Committee will not take action at this time.

2. Communications/ Website: To be discussed during lunch following this meeting.

A. Hummingbird Collaboration Site:

(i) Organization of Materials

B. Website Subcommittee:

C. E-Bulletin Topics:

(i) E-Proxy ALP:

(ii) Comment Letters to Department of Corporations:

(iii) S. 186 Comment Letter on Attorney-Client Privilege:

(iv) Business Entity Names:

(v) Changes to Rule 144:

(vi) Reg D Amendments:

3. Education/ Publications:

A. Webinars:

(i) Legal Ethics Webinar – May 14 (10-11 a.m.):

(ii) Other Webinars:

B. Annual Meeting Program Topics:

C. Other Program Topics:

D. BLN Article (due 3/31/08):

4. Corporate Law Departments Report:

5. Litigation: No report.

IV. ONGOING PROJECTS:

1. Section 2115 Project:

2. Business Entity Name Issues:

3. Privilege Issues:

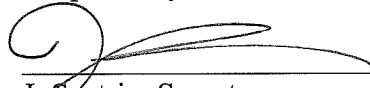
A. ABA Task Force on Attorney-Client Privilege: Selection of New Liaison

B. Progress on S. 186 and Rule 502:

C. Office of Rural Legal Assistance:

V. New Business:

Respectfully Submitted,



J. Sostrin, Secretary

MINUTES OF MEETING OF THE CORPORATIONS COMMITTEE

Friday, April 4, 2008

A regular meeting of the Corporations Committee (the "Committee") of the Business Law Section of the State Bar of California was held in Los Angeles, California at the Westin Los Angeles Airport, 5400 West Century Boulevard, on Friday, April 4, 2008.

Attendance was as follows:

MEMBERS PRESENT:

W. Derrick Britt
Bruce Deming
Edward A. Deibert
Christopher Delfino
Samuel C. Dibble
Sharon R. Flanagan
Bryan Gadol
Steven Harmon*
David Hernand
Nina Hong*
Barbara Mathews
Mike Occhiolini*
Charles Ortmeyer
James J. Thompson
Russ Wood

MEMBERS ABSENT:

Richard Burt
Nelson Crandall
Michael I. Froch
Jeffrey Hartlin
Anne Marie Peters
David Serepca
Rose Sorensen
Jennifer Sostrin

LIAISONS AND GUESTS PRESENT:

Keith Bishop, Advisor to the Executive Committee*
Colleen Monahan, Department of Corporations*
Karol Pollock, Securities and Exchange Commission
Todd Vlaanderen, California Secretary of State

*Via Telephone

The minutes summarize discussion primarily in the order items were listed on the Agenda for the meeting previously circulated to members of the Committee, which is not necessarily the

order in which the items were actually taken up at the meeting. The Committee did not take up those topics listed on the Agenda that are not described in these minutes.

I. ADMINISTRATIVE MATTERS

1. Opening Remarks and announcements: The meeting was called to order by Co-Chairs Barbara Mathews and Chris Delfino at 9:30 a.m. All members, liaisons and guests introduced themselves. Ms. Mathews and Mr. Delfino encouraged the members to solicit other lawyers to apply to serve on the Committee.

2. Approval of Minutes: The Minutes of the March 7, 2008 meeting of the Committee were approved, subject to minor modifications.

II. AGENCY AND LIAISON'S REPORTS

1. Securities and Exchange Commission: Karol Pollock introduced herself to the Committee. In her report, she discussed organizational and structural changes being proposed for certain regulatory bodies, including the SEC. She also noted that the Office of the General Counsel will be evaluating matters relating to the sub-prime mortgage market. In response to a question from Mr. Gadol regarding the auction-rate securities market, she explained that the SEC had begun to review the situation.

2. Department of Corporations: Ms. Monahan reported that, due to an unusually high number of legislative proposals relating to lending, the Securities Regulation Division of the Department of Corporations has not been as active as normal recently. With respect to current rulemaking initiatives, she reported that (1) since the applicable comment period just passed, the Department of Corporations is currently deciding what actions to take with respect to its rulemaking regarding hedge fund registration and (2) the staff of the Department of Corporations expects to release revisions, which were in part developed in collaboration with the Committee, to its proposed omnibus rulemaking relating to investment advisors. In response to a question from Mr. Hernand regarding AB 2944, she explained that she would provide the Committee with more information at a later date.

3. Secretary of State: Mr. Vlaanderen introduced himself to the Committee. He reported that the Secretary of State has made available on its website proposed rules regarding special handling fees and the expedited filing of documents. Mr. Deming remarked that the proposed 9:30 a.m. deadline for submitting expedited filings was very early. Mr. Vlaanderen and the Committee then discussed the Secretary of State's staffing considerations and the proposed filing fees. Mr. Vlaanderen also reported that the UCC redaction project is complete and that the Secretary of State expects to re-post redacted UCC filings to UCC Connect by April 31, 2008. In response to a question from Mr. Britt regarding SB 1550, he reported that, while the Secretary of State is monitoring the bill, it has not determined whether or how to respond.

4. Office of Governmental Affairs: No report.

5. BLS Committee Liaison Reports:

A. ADR: Mr. Harmon reported on new cases discussed by the ADR Committee, that committee's discussion of e-bulletin and the need to prepare a business lawyers' guide to ADR.

B. Cyberspace Law: No report. The Cyberspace Law Committee meets next week and is currently preparing a legislative primer for new members of the California legislature.

C. Financial Institutions: Mr. Occhiolini reported that there is nothing to report.

D. Non-Profit Corporations: No report.

E. Partnerships and LLCs: No report.

F. UCC: Mr. Ortmeier reported that the UCC Committee is focused on problems arising from names listed on UCC filings, the hidden liens project and the preparation of a model deposit control agreement.

G. Agribusiness: Mr. Wood reported that there is nothing to report.

H. Insolvency: No report.

I. Executive Committee: Mr. Bishop reported that the Executive Committee would like us to consider whether the Committee should monitor and respond to proposed changes to the rules governing audit response letters.

III. SUBCOMMITTEE REPORTS

1. Legislation: Mr. Britt reported.

A. ALP re: Code 1501 to facilitate e-proxies: Subcommittee presented Statement of Position in support of SB 1409 for approval by the Committee. Prior to taking a vote, the Committee discussed whether to revise the ALP by adding an argument that SB 1409 is better for the environment than the current statutory requirement that annual reports be mailed. Upon a motion, duly made and seconded, the Committee unanimously approved the Statement of Position after incorporating certain typographical changes. The Committee also authorized the ALP subcommittee to submit the Statement of Position without any additional reasons in support, including the environmental benefits of the legislation. As such, Ex-Com approval will not be required and the letter can be submitted to the OGA as soon as it is finalized. Hearing on the bill is set for April 16, 2008 and Derrick Britt will coordinate with Ray LeBov regarding Sharon Flanagan's appearance at the hearing.

B. Potential ALP re: 301.5 and 25219 ("Name Change"): Mr. Britt reported on the legislative calendar. Mr. Hernand reported that revisions to the Code of Regulations have

been finalized. Upon motion duly made and seconded, the Committee unanimously granted authority to the drafting subcommittee to further revise the ALP in response to any comments from the Legislative Subcommittee.

C. Potential ALP re: Close Corporations: Mr. Wood reported. Since the last Committee meeting, the subcommittee is continuing to draft a revised ALP.

D. Potential ALP re: Householding: Ms. Flanagan reported concerning the proposed Householding ALP. Mr. Britt recommended we submit the ALP to the Legislative Subcommittee of the Executive Committee as soon as possible. Mr. Deming suggested certain revisions. Upon motion duly made and seconded, the Committee unanimously authorized the drafting subcommittee to submit the revised ALP to the Legislative Subcommittee and to coordinate with the Legislative Subcommittee of Ex-Com to finalize an approved ALP for submission with the Board of Governors. All such authority is given without the need to seek further full Committee approval regarding the ALP.

E. Corporation Regulation Clean-up Comment Letter: Mr. Britt reported that the Comment Letter on the Maintenance of the Codes Bill should be revised as a result of intervening changes to the Code of Regulations. The Committee agreed that the Subcommittee should revise the letter and resubmit for approval at the next meeting.

F. SB 294 Subcommittee Report: The Subcommittee reported that it had met to discuss ways in which the Committee might explore revisiting the topic to determine if resubmitting the proposal could be successful. The subcommittee reported that Gloria Ochoa, Counsel to the California Senate Judiciary Committee, is resisting the bill because she believes businesses are able to comply without significant burden. The subcommittee suggested that it meet with Ms. Ochoa to discuss her views. Mr. Bishop noted that he met with officials in Nevada, when they were considering parallel legislation, and explained that substituting a CIK number would be better for investors because disclosure called for by the CDA is an outdated and inferior disclosure. The Committee briefly compared the SEC's disclosure requirements with those of the CDA and discussed whether the CDA's unique disclosure requirements provided a benefit to investors. No further action was taken.

G. Name Change Comment Letter. Submitted to Legislative Subcommittee of the Ex-Com on March 16, 2008 for approval.

H. AB 2944 Amendment to Section 309: Proposal to amend Section 309 of the Corporations Code. Mr. Delfino reported on his conversations with the proponents of the legislation, and Mr. Hernand summarized the proponent's arguments in support of the legislation. After the members of the Committee discussed their opinions of AB 2944, a vote was taken and the unanimous consensus of the members was that the Committee should oppose the bill. The Committee then discussed at length whether AB 2944 could be revised in a manner that would address the specific concerns of the members. Upon motion duly made and seconded, the Committee unanimously authorized the subcommittee to submit a Statement of Position "opposing as drafted" AB 2944. Subcommittee was given authority to take all action necessary to draft and approve final Statement of Position; submit the Statement of Position to the Ex-Com

and to coordinate with the Legislative Subcommittee of Ex-Com and the OGA to finalize an approved Statement of Position. All such authority is given without the need to seek further full Committee approval regarding the Statement of Position.

I. SB 1550 Climate Change Disclosure Standards: The Subcommittee presented a Statement of Position opposing SB 1550. The Committee discussed and proposed revisions to the Statement of Position. The Statement of Position was then unanimously approved and the subcommittee was authorized to take all action necessary to approve final Statement of Position; submit the Statement of Position to the Ex-Com and to coordinate with the Legislative Subcommittee of Ex-Com and the OGA to finalize an approved Statement of Position. All such authority is given without the need to seek further full Committee approval regarding the Statement of Position. The hearing on SB 1550 is set for April 14, 2008.

J. Legislation Update: Mr. Britt also discussed other items noted in the Corporations Committee Legislative Update.

2. Communications/ Website: Mr. Deibert ceded his time to Mr. Dibble.

A. Hummingbird Collaboration Site:

(i) Organization of Materials

B. Website Subcommittee:

C. E-Bulletin Topics:

(i) E-Proxy ALP:

(ii) Comment Letters to Department of Corporations:

(iii) S. 186 Comment Letter on Attorney-Client Privilege:

(iv) Business Entity Names:

(v) Changes to Rule 144:

(vi) Reg D Amendments:

3. Education/ Publications: Mr. Dibble generally encouraged the Committee members to sign up to present one of the Committee's programs at the Annual Meeting.

A. Webinars:

(i) Legal Ethics Webinar – May 14 (10-11 a.m.):

(ii) Other Webinars:

- B. Annual Meeting Program Topics:
- C. Other Program Topics:
- D. BLN Article (due 3/31/08):
- 4. Corporate Law Departments Report:
- 5. Litigation: No report.

IV. ONGOING PROJECTS:

- 1. Section 2115 Project:
- 2. Business Entity Name Issues:
- 3. Privilege Issues:
 - A. ABA Task Force on Attorney-Client Privilege: Selection of New Liaison
 - B. Progress on S. 186 and Rule 502:
 - C. Office of Rural Legal Assistance:

V. New Business:

Respectfully Submitted,

Russell J. Wood, Acting Secretary

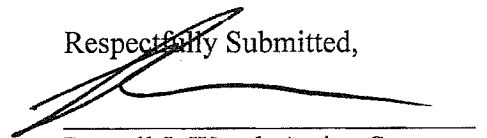
- B. Annual Meeting Program Topics:
- C. Other Program Topics:
- D. BLN Article (due 3/31/08):
- 4. Corporate Law Departments Report:
- 5. Litigation: No report.

IV. ONGOING PROJECTS:

- 1. Section 2115 Project:
- 2. Business Entity Name Issues:
- 3. Privilege Issues:
 - A. ABA Task Force on Attorney-Client Privilege: Selection of New Liaison
 - B. Progress on S. 186 and Rule 502:
 - C. Office of Rural Legal Assistance:

V. New Business:

Respectfully Submitted,



Russell J. Wood, Acting Secretary

MINUTES OF MEETING OF THE CORPORATIONS COMMITTEE

Friday, May 2, 2008

A regular meeting of the Corporations Committee (the "Committee") of the Business Law Section of the State Bar of California was held in San Francisco, California at the Westin San Francisco Airport Westin on Friday, May 2, 2008. Attendance was as follows:

MEMBERS PRESENT:

Richard Burt
W. Derrick Britt
Nelson Crandall
Edward A. Deibert
Christopher Delfino
Samuel C. Dibble
Sharon R. Flanagan*
Michael I. Froch*
Bryan Gadol*
Steven Harmon
David Hernand*
Barbara Mathews
Mike Occhiolini
Charles Ortmeyer
David Serepca
James J. Thompson*

MEMBERS ABSENT:

Bruce Deming
Jeffrey Hartlin
Nina Hong
Anne Marie Peters
Rose Sorensen
Jennifer Sostrin
Russ Wood

LIAISONS AND GUESTS PRESENT:

Stewart McDowell, Executive Committee
Todd Vlaanderen, California Secretary of State
Colleen Monahan, Department of Corporations*
Carol Pollock, Securities and Exchange Commission*
Ken Reed, ADR Committee liaison
Keith Bishop, Executive Committee*

*Via Telephone

The minutes summarize discussion primarily in the order items were listed on the Agenda for the meeting previously circulated to members of the Committee, which is not necessarily the

order in which the items were actually taken up at the meeting. The Committee did not take up those topics listed on the Agenda that are not described in these minutes.

I. ADMINISTRATIVE MATTERS

1. Opening remarks and announcements: The meeting was called to order by Co-Chairs B. Mathews and C. Delfino at 10:00 a.m. All members, liaisons and guests introduced themselves. New member applications were solicited.

2. Approval of Minutes: Deferred until June meeting.

II. AGENCY AND LIAISON'S REPORTS

1. Securities and Exchange Commission: C. Pollack reported.

2. Department of Corporations: C. Monahan reported. Committee will take a position on AB 2944 .

3. Secretary of State: T. Vlaanderen reported.

4. Office of Governmental Affairs: No report.

5. BLS Committee Liaison Reports:

A. ADR: S. Harmon reported.

B. Cyberspace Law: J. Thompson reported.

C. Financial Institutions: M. Occhiolini reported that there is nothing new to report.

D. Non-Profit Corporations: M. Froch volunteered to replace existing liaison.

E. Partnerships and LLCs: No report.

F. UCC: C. Ortmeier reported in respect of hidden liens project and other matters.

G. Agribusiness: No report.

H. Insolvency: D. Serepca reported and noted that the Insolvency Committee needs additional members. The Insolvency Committee is currently working with the UCC Committee on the above noted hidden liens project in addition to other matters. There is a possibility of a joint program between such committees.

I. Executive Committee: S. McDowell reminded Committee of deadline for new members and officer recommendations. She also noted that the Executive Committee is interested in our views on the Treasury proposal.

III. SUBCOMMITTEE REPORTS

1. Legislation:

A. AB 2944 Amendment to Section 309: D. Britt reported that the bill had been amended and approved by the Assembly Judiciary Committee and will move forward for a vote in the Assembly. The Committee voted unanimously to oppose the bill with one abstention. Subcommittee given authority to take all action necessary to draft and approve final Statement of Position for submission to the Senate if the bill is approved by the Assembly; submit the Statement of Position to the Ex-Com and to coordinate with the Legislative Subcommittee of Ex-Com to finalize an approved Statement of Position for the Senate. All such authority is given without the need to seek further full Committee approval regarding the Statement of Position.

B. SB 1550 Climate Change Disclosure Standards: D. Britt reported that the bill had been amended and approved by the Senate Committee on Environmental Quality (5-2) on 4/17/08 and referred to the Senate Appropriations Committee. Hearing in the Senate Appropriations Committee set for 5/5/08. The Committee voted unanimously to oppose the bill. Subcommittee given authority to take all action necessary to draft and approve final Statement of Position for submission to the Assembly if the bill is approved by the Senate; submit the Statement of Position to the Ex-Com and to coordinate with the Legislative Subcommittee of Ex-Com to finalize an approved Statement of Position for the Assembly. All such authority is given without the need to seek further full Committee approval regarding the Statement of Position.

C. Potential ALP re: Householding: Revised ALP was approved at 4/4/08 Meeting. Submitted to Legislative Subcommittee of Ex Com on 4/8/08.

D. Corporation Regulation Clean-up Comment Letter: The letter was again examined by the Committee and R. Burt raised certain issues regarding the 25102(f) notice of federal filing/exemption requirement. The subcommittee will coordinate with R. Burt and K. Bishop to determine what action should be taken. The subcommittee plans to reintroduce a revised letter at the Committee's next meeting.

E. SB 294 Subcommittee Report: The Subcommittee proposed setting up a meeting with Gloria Ochoa, Deputy Chief Counsel of the Senate Judiciary Committee and the committee will contact S. Hazen to coordinate the effort.

F. Name Change Comment Letter: Submitted to Legislative Subcommittee of the Ex-Com on March 16, 2008 for approval. D. Britt reported that C. Monohan has requested that a new person will begin work in her office on June 2 and that we attempt to coordinate to submit the letter to the Department of Corporations at that time. S. McDowell of the Executive Committee stated that she would attempt to facilitate Ex Com approval in order to submit the letter at that time.

G. SB 1409: Unanimously approved by Senate and urgency clause adopted on 4/28/08. Bill now goes to the Assembly.

H. Potential ALP re: 301.5 and 25219 ("Name Change"): Committee is following a three pronged approach: (1) Regular ALP process: ALP submitted to Legislative Subcommittee of Ex-Com on 4/29/08; (2) 2009 Maintenance of the Codes Bill. Saul Bercovitch is looking into whether our requested revisions to the 2008 Maintenance of the Codes Bill will be included in the 2009 Maintenance of the Code Bill; and (3) Inclusion in pending legislative bill. Saul Bercovitch is exploring whether we can have the revisions imported into an existing bill in order to speed-up the process.

I. Proposed Rulemaking for Over the Counter Regs: C. Delfino reported.

J. Legislation Update. D. Britt reported.

2. Communications/ Website: E. Deibert reported.

A. Website Subcommittee:

B. E-Bulletin Topics: SB 1409; AB 2944; SB 1550 suggested.

(i) S. 186 Comment Letter on Attorney-Client Privilege:

(ii) Business Entity Names:

(iii) Changes to Rule 144:

(iv) Reg D Amendments:

(v) Legal Ethics Webinar:

(vi) Other Ideas:

3. Education/ Publications:

A. Webinars:

(i) Legal Ethics Webinar: – June 5 (10-11 a.m.)

(ii) Other Webinars:

B. Annual Meeting Program Topic: – Update on Corporate Law

Developments

C. Other Program Topics:

D. BLN Article (due 6/30/08):

4. Corporate Law Departments Report:

5. Litigation: Mr. Ortmeyer reported.

IV. ONGOING PROJECTS:

1. Business Entity Name Issues: Report provided.

2. Privilege Issues: Additional volunteer solicited.

A. ABA Task Force on Attorney-Client Privilege:

B. Progress on S. 186 and Rule 502:

C. Office of Rural Legal Assistance:

V. New Business:

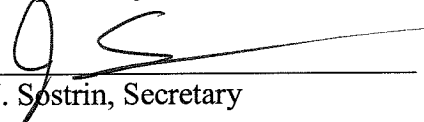
1. Conference of Delegates Resolutions:

A. Conforms to Law Resolution:

B. Profession Corporations Resolutions:

2. Treasury Regulations on Financial Institutions Blueprint: Mr. Occhiolini volunteered and will report at next meeting.

Respectfully Submitted,



J. Sostrin, Secretary